

## Agenda Item 7

The Supervisory Board proposes to the Annual General Meeting to pass the following resolution:

### DECISION

1. The number of members appointed by the Annual General Meeting shall be raised from currently eleven to thirteen members.
2. Ms Elisabeth Krainer Senger-Weiss, born on 6 August 1972, is appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2023.
3. Mr Matthias Bulach, born on 2 September 1976, Ms Marion Khüny, born on 18 May 1969, and Ms Michèle Florence Sutter-Rüdisser, born on 27 July 1979, are appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2021.
4. Mr Gunter Griss, born on 27 June 1945, is appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2019.
5. Ms Henrietta Egerth-Stadlhuber, born on 16 February 1971, is appointed to the Supervisory Board of Erste Group Bank AG effective from the registration of the amendment to the Articles of Association in clause 15.1 until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2021.

### JUSTIFICATION

Ever since Antonio Massanell Lavilla resigned from his position in the Supervisory Board on 15 September 2017, the Supervisory Board has consisted of eleven members elected by the Annual General Assembly, because the Supervisory Board had resolved not to hold a by-election at the Annual General Meeting on 24 May 2018.

The mandates of Elisabeth Krainer Senger-Weiss, Marion Khüny, Elisabeth Bleyleben-Koren and Gunter Griss will be expiring at the end of the Annual General Meeting on 15 Mai 2019.

Therefore, four members would need to be appointed at the forthcoming Annual General Meeting on 15 Mai 2019 in order to ensure that the number of Supervisory

Board members reaches eleven again like after the election at the Annual General Meeting held on 17 May 2017.

Following approval of agenda item 6 and registration of the amendment to the Articles of Association in accordance with clause 15.1 of the Articles of Association, the Supervisory Board shall consist of at least three and at most fourteen members elected by the Annual General Meeting.

However, the Supervisory Board proposes increasing the number of members appointed by the Annual General Meeting to thirteen, so that six members will have to be appointed at the forthcoming Annual General Meeting to be held on 15 May 2019. The increase is in response to rising regulatory requirements. The proposal related to increasing the number of members must be voted on prior to the election of members.

With the number of Supervisory Board members appointed by the Annual General Meeting holding at 13, at least four positions in the Supervisory Board must be filled by women and men each, in order to satisfy the minimum share requirement of sec. 86 (7) Austrian Stock Corporation Act. If the Supervisory Board is staffed according to the election proposal below (capital representatives only), it will be composed of 4 women and 9 men, thus complying with the minimum share requirement of sec. 86 (7) Austrian Stock Corporation Act.

No objection pursuant to sec. 86 (9) was raised by the majority of capital representatives or by the majority of employee representatives, so that the full Supervisory Board's compliance with the minimum share requirement should generally suffice. At present, the employee representatives in the Supervisory Board currently number 3 women and 3 men.

The reelection of Supervisory Board members Elisabeth Krainer Senger-Weiss, Marion Khüny and Gunter Griss is proposed. Ms Krainer Senger-Weiss and Mr Griss have been Supervisory Board members since 2014, Ms Khüny has been a member since 2017. All three have accepted to stand for re-election. Frau Bleyleben-Koren has announced that she will no longer be available for election. It is further proposed to elect Matthias Bulach, Henrietta Egerth-Stadlhuber and Michèle Sutter-Rüdisser.

Elisabeth Krainer Senger-Weiss is attorney at law in Vienna and admitted as a lawyer in New York. Due to her legal expertise in the areas of business and corporate law, her international experience and her expert knowledge in the field of real estate and family businesses, she can contribute valuably to the Supervisory Board's work.

Matthias Bulach has been a member of the Management Committee of CaixaBank since November 2016. Mr Bulach holds a degree in Business Sciences from the University of St. Gallen and an MBA from the IESE Business School of the University of Navarra. Previously, he has been responsible for financial planning, planning and capital management in CaixaBank. He is a member of the Board of Directors of CaixaBank Asset Management SGIIC S.A. and chair of the Audit Committee there. Moreover, he is a member of the Board of Directors of the CaixaBank Building

Center S.A.. In the past, Matthias Bulach has worked as Senior Associate at McKinsey & Company, where he specialised on the financial sector. As a result, Mr Bulach has proven skills and experience in the areas of controlling, capital planning and asset management.

Henrietta Egerth-Stadlhuber holds a degree of Commercial Sciences from the Johannes Kepler University Linz and then worked in Brussels for a few years, including in the European Commission. After that, she worked for the Federation of Austrian Industries and the Ministry for Economy and Labour starting in 2000. Since September 2004, she has been Managing Director at the Austrian Research Promotion Agency (FFG). Ms. Egerth-Stadlhuber complements the expertise of the Supervisory Board, especially in the areas of promoting research, technology, development, innovation and digitization.

Marion Khüny worked for Commerzbank AG, Frankfurt as divisional director for market, liquidity and counterparty risk. Prior to this, she was head of the market, operational and reputational risk department of UniCredit Bank AG Munich and co-head of credit proprietary trading at Unicredit Group. She holds a degree in International Business Sciences from the University of Innsbruck, Innsbruck/Marquette University, Milwaukee/USA and is a Chartered Financial Analyst (CFA) and a Financial Analyst (DVFA) in the trade association of investment professionals. Ms Khüny has proven skills and experience in the areas of lending, asset liability management, digitalisation, cost management and risks and models.

Michèle F. Sutter-Rüdisser is Adjunct Professor for Organizational Control and Corporate Governance and Vice Director of the Institute for Accounting, Controlling and Auditing at the University of St. Gallen. She is also a Permanent Visiting Professor for Banking and Insurance at the School of Management of the Università Commerciale Luigi Bocconi in Milano and a non-executive member of a number of management boards. In the past, she has been a Visiting Professor at the Vienna University of Economics and Business and a senior assistant at the University of Zurich and Visiting Scholar at the Tsinghua University in Beijing, People's Republic of China. She has also worked for Ernst & Young and, during her studies, she worked in financial services and in the hotel industry. Her research areas include corporate governance topics, particularly the study of leadership and monitoring structures in stock corporations and topics around board governance, specifically the analysis of tasks, obligations and working methods of management boards by international comparison. She also carries out research on topics related to organizational control, i.e. the interplay between internal and external corporate control and monitoring activities (audit committee, management, internal and external revision, risk management and compliance function). Ms Sutter-Rüdisser thus has proven expertise in the areas of corporate governance and organizational control.

Gunter Griss has been a senior partner of the Griss & Partner legal office in Graz since 1975. Mr Griss has proven expertise and experience in the area of business and corporate law and in the Austrian savings bank sector.

In determining the candidates for the Supervisory Board in compliance with the EBA Guidelines for the assessment of the suitability of members of the management body

and holders of key functions ("EBA Guidelines") and the internal policy of Erste Group Bank AG for the selection and aptitude assessment of Supervisory Board members ("Suitability policy of Erste Group Bank AG"), the Nomination Committee is obliged to carry out suitability assessments of the proposed candidates.

In performing these suitability assessments, the Nomination Committee has reviewed compliance with reliability criteria, the presence of sufficient theoretical and practical experience, sufficient time availability as well as the presence of sufficient independence and a lack of conflicts of interest and the diversity criterion. It was also determined whether all the candidates contribute to the collective suitability of the full Supervisory Board.

The Nomination Committee has come to a positive decision for all the candidates and recommended that the Supervisory Board propose the election and reelection of the proposed candidates at the Annual General Meeting. The Supervisory Board endorses this assessment.

Candidates who have already served a 5-year term of office as Supervisory Board member are to be appointed for the maximum term provided by law. For candidates who are to be appointed to the Supervisory Board of Erste Group Bank AG for the first time or who were previously appointed to fill in for the remaining term of another Supervisory Board member, a 3-year term of office is envisaged. The mandate period for Mr Griss is limited to the end of the Annual General Meeting in 2020 by reason of the maximum age limit stipulated in clause 12.1 of the Articles of Association.

The candidates proposed by the Supervisory Board were selected on the basis of the criteria set forth by the Stock Corporation Act (AktG) and the Federal Banking Act (BWG), including the diversity provision under sec. 86 (7) Stock Corporation Act. The candidates proposed by the Supervisory Board have submitted the declaration required under sec. 87 (2) Stock Corporation Act (AktG) and the declaration is available on the Company's website referenced in the Company Register.

Under this agenda item, only the candidate proposals made by shareholders whose interests make up at least 1% of the share capital will be taken into account, provided these proposals, plus the declarations pursuant to sec. 87 (2) Stock Corporation Act (AktG) and sec. 28a Federal Banking Act (BWG) have been received by the Company in text form by no later than 6 May 2019 for each proposed person and will be published on the Company's website by 8 May 2019 at the latest. Failure to comply with these requirements will result in the respective person not being included in the vote. As regards the specifics and requirements for consideration of such proposals, reference is made to the letter of convocation, particularly to the section "Information on shareholders' rights pursuant to sections 109, 110, 118 and 119 Stock Corporation Act (AktG)".